

RECORDATION NO. 27972 FILED

JUN 12 '09 -2 4 5 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

June 12, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: ICX No. 1395-008

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (ICX No. 1395-008), dated as of March 31, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation  
71 S. Wacker Drive, 28<sup>th</sup> Floor  
Chicago, IL 60606

Lessee: BNSF Railway Company  
2500 Lou Menk Drive  
Fort Worth, TX 76131

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June 12, 2009  
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A description of the railroad equipment covered by the enclosed document is:

12 pieces of maintenance of way equipment: 2 John Deere TCM-120C Tie Cranes S/Ns FF120CX034455 and FF120CX034463, 2 HTT Tie Plate Retrievers S/Ns 6300774 and 6300784, HTT Spike Reclaimer S/N 6300814, HTT Bulk Spike Trailer S/N 6300624, Plasser PDB-50 Double Boom S/N 3236, Plasser PTS-90 Track Stabilizer S/N 3232, HTT Spike Reclaimer S/N 6300834, HTT Bulk Spike Trailer S/N 6300844, Plasser PDB-50 Double Boom S/N 3235 and Plasser PTS-90 Track Stabilizer S/N 3231.

A short summary of the document to appear in the index is:

Memorandum of Lease (ICX No. 1395-008).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

JUN 12 '09 -2 4 5 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

(ICX - No. 1395)

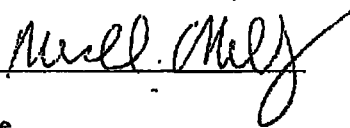
This Memorandum of Lease is entered into as of March 31, 2009, by and between ICX Corporation, an Ohio corporation having its principal place of business at 71 S. Wacker Drive, 28<sup>th</sup> Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Master Lease Agreement No. 1395, effective April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").


Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

ICX CORPORATION, Lessor

By Name \_\_\_\_\_  
Title Michael O'Malley  
Senior Vice President

BNSF RAILWAY COMPANY, Lessee

By Name L. Steven Vollmer  
General Director - Finance  
Title \_\_\_\_\_

State of IL )  
 ) ss:  
County of Cook )

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by Michael O'Malley, its SVP, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 31 day of March, 2009.

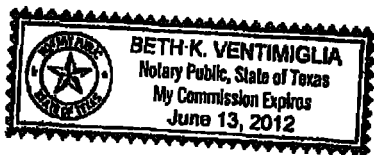


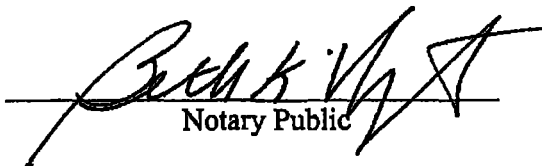
Sarah Sanchez  
Notary Public

State of Texas )  
 ) ss:  
County of Tarrant )

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Vollmer, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 30 day of March, 2009.



  
Notary Public

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

1. **Equipment Schedule:** Equipment Schedule No. 008.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 008 is 84 months commencing as of December 1, 2004.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 008 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<b>Qty</b>	<b>Mfg</b>	<b>Model</b>	<b>Description</b>	<b>Serial Number</b>	<b>BNSF #</b>
1	John Deere	TCM-120C	Tie Crane	FF120CX034455	X6000235
1	John Deere	TCM-120C	Tie Crane	FF120CX034463	X6000234
1	HTT		Tie Plate Retriever	6300774	X8500040
1	HTT		Tie Plate Retriever	6300784	X8500041
1	HTT		Spike Reclaimer	6300814	X8400058
1	HTT		Bulk Spike Trailer	6300624	X8700030
1	Plasser	PDB-50	Double Boom	3236	X0500092
1	Plasser	PTS-90	Track Stabilizer	3232	X8600055
1	HTT		Spike Reclaimer	6300834	X8400059
1	HTT		Bulk Spike Trailer	6300844	X8700031
1	Plasser	PDB-50	Double Boom	3235	X0500091
1	Plasser	PTS-90	Track Stabilizer	3231	X8600054

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/12/09



\_\_\_\_\_  
Robert W. Alvord